

REDACTED - FOR PUBLIC INSPECTION

Eric J. Branfman
Direct Phone: 202.373.6553
Direct Fax: 202.373.6001
Eric.branfman@bingham.com

May 16, 2012

Via ECFS and Hand Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, DC 20554

Re: Erratum to April 30, 2012 Written Ex Parte

In the Matter of Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC and Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign Licenses - WT Docket No. 12-4

Dear Secretary Dortch,

On April 30, 2012, Level 3 Communications, LLC ("Level 3") filed a written ex parte submission in the above referenced proceeding expressing concerns regarding Verizon Wireless ("VZW") Agent Agreements and Reseller Agreements. Pursuant to discussions with VZW counsel, the information referenced in the ex parte as Confidential should have been designated as Highly Confidential Information. Level 3 hereby submits this erratum and is resubmitting, with this transmittal, a revised ex parte which designates material as Highly Confidential. This filing designated as "Highly Confidential" overrides and replaces the April 30, 2012 submission that was designated as Confidential. Other than the change to the referenced designation, no other changes have been made to the April 30 ex parte.

Enclosed are two (2) copies of the public version of the ex parte letter for association with the above referenced proceeding. In accordance with the Protective Order issued in this proceeding,¹ all pages of this filing are marked "**REDACTED - FOR PUBLIC INSPECTION**".

Any questions or concerns regarding this erratum or revised ex parte letter may be directed to the undersigned.

¹ *Applications of Cellco Partnership d/b/a Verizon Wireless, Cox TMI Wireless and SpectrumCo LLC for Consent to Assign Licenses*, WT Docket No. 12-4, Protective Order, DA 12-51 (rel. Jan. 17, 2012) ("Protective Order").

Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington


Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

REDACTED - FOR PUBLIC INSPECTION

Marlene H. Dortch, Secretary
May 16, 2012
Page 2

Sincerely,



Eric J. Branfman

Counsel to Level 3 Communications, LLC

Enclosure

Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

REDACTED - FOR PUBLIC INSPECTION

Eric J. Branfman
Direct Phone: 202.373.6553
Direct Fax: 202.373.6415
eric.branfman@bingham.com

April 30, 2012

Written Ex Parte: Via Electronic Filing


Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

RE: *Application of Celco Partnership d/b/a Verizon Wireless and
SpectrumCo, LLC for Consent to Assign Licenses and Application of
Celco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for
Consent to Assign Licenses, WT Docket No. 12-4*

Dear Ms. Dortch:

I write on behalf of Level 3 Communications, LLC ("Level 3"). In its Reply Comments in this Docket, Level 3 expressed concern that the provisions of the VZW Agent Agreements and the Reseller Agreements would restrict competition in the markets for the provision of wireless backhaul and special access, and that these restrictions would compound the market restrictions that Level 3 have already documented in the record of WC Docket No. 05-25.¹ Subject to the protective order, the undersigned counsel has now reviewed the documents produced by Verizon Wireless in response to the Staff's data requests. This review only increases the concerns previously expressed by Level 3.

To begin, the Verizon Wireless documents show that Verizon Wireless
[Begin Highly Confidential]



¹ Reply Comments of Level 3 Communications, LLC, March 26, 2012, at 7-9.

Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

REDACTED - FOR PUBLIC INSPECTION

Marlene H. Dortch, Secretary
April 30, 2012
Page 2

² [Redacted]
[Redacted] [End Highly Confidential]

In addition, the Verizon Wireless documents show that [Begin Highly Confidential] [Redacted] [End Highly Confidential] As demonstrated in the record of WC Docket No. 05-25, the special access market is already suffering from substantial constraints on competition. Verizon documents produced in response to the Staff's data requests show that [Begin Confidential] [Redacted] [End Highly Confidential]

This shows a number of things about the market for wireless backhaul. [Begin Highly Confidential] [Redacted]
[Redacted]

² [Redacted]
³ [Redacted]

1

Marlene H. Dortch, Secretary
April 30, 2012
Page 3

[REDACTED] 4 [REDACTED]
[REDACTED]. [End Highly Confidential] The FCC prescribed an 11.25% return on invested capital more than 20 years ago, when interest rates were multiples of what they are today, and recently determined that it was necessary to represcribe that rate “consistent with the Act and today’s financial conditions.”⁵ In that context, [Begin Highly Confidential] [REDACTED]

[REDACTED]. [End Highly Confidential] Over and above the restraints on competition in the special access market that have already been shown in WC Docket 05-25, the backhaul market should not be subjected to additional constraints on competition, such as the ones in § 3.9 of the VZW Agent Agreement and § 6.21 of the Reseller Agreements for Time Warner Cable and the other cable companies.

Sincerely,

/s/ electronically signed

Eric J. Branfman

4. [REDACTED]

⁵ Report and Order and Further Notice of Proposed Rulemaking, In the Matter of Connect America Fund *et al.*, WC Docket 10-90 *et al.*, November 18, 2011, ¶ 638.